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**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION  
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September 22, 1999

VIA FEDERAL EXPRESS

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-09/23/99-01081-009  
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Florida Secretary of State- Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: ALTHEA M. WARRELL, L.L.C.

Gentlemen:

L99-6113

Enclosed please find original and one copy of the Articles of Organization for filing on behalf of the corporation referenced above. Please file the articles and return a certified copy to me. I have enclosed a check in the amount of \$337.50 to cover the filing fee.

Should you have any questions regarding same, please do not hesitate to call me.

Very truly yours,

*Mercedes Padin*  
Mercedes Padin

MP:eb  
Encls.

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99 SEP 23 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
L99/28

**ARTICLES OF ORGANIZATION  
OF  
ALTHEA M. WARRELL, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a Member or authorized representative of a Member of **ALTHEA M. WARRELL, L.L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **Althea M. Warrell, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 971 San Pedro Avenue, Coral Gables, FL 33156.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be 971 San Pedro Avenue, Coral Gables, FL 33156, and the registered agent for the Company at that address shall be Althea M. Warrell.

**ARTICLE IV.  
DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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**ARTICLE VI.  
ORGANIZER**

The name and street address of the organizer to these Articles of Organization are:

| <u>Name</u>       | <u>Address</u>                                 |
|-------------------|--|
| Althea M. Warrell | 971 San Pedro Avenue<br>Coral Gables, FL 33156 |

**ARTICLE VII.  
MANAGEMENT BY MANAGERS**

The Company shall be managed by a manager or managers (the "Manager(s)") as further provided in the Operating Agreement. Except as specifically authorized by the Manager(s), no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The name and address of the person who is to serve as Manager of the Company until the first annual meeting of the Members or until his or her successors are elected and qualified is as follows:

| <u>Name</u>       | <u>Address</u>                                 |
|-------------------|--|
| Althea M. Warrell | 971 San Pedro Avenue<br>Coral Gables, FL 33156 |

**ARTICLE VIII.  
ADMISSION OF NEW MEMBERS**

The Company may admit new Members upon the approval of the Members holding not less than seventy-five percent interest in the Company and provided the proposed Member assents to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") upon the approval of all of the Managers and the Members holding not less than seventy-five percent interest in the Company provided the Transferee assents to the terms of, and executes, the Operating Agreement.

**ARTICLE IX.  
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

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**ARTICLE X.  
AMENDMENT OF ARTICLES OF ORGANIZATION  
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least seventy-five percent of the outstanding Units, and (b) unanimous written approval of the Managers.

**ARTICLE XI.  
RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2<sup>nd</sup> day of ~~August~~ 1999.

*September*  
*Warrell*

By: *Althea M. Warrell*  
Name: ALTHEA M. WARRELL

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
ALTHEA M. WARRELL, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Althea M. Warrell, L.L.C.
2. The name and address of the registered agent and office are Althea M. Warrell, 971 San Pedro Avenue, Coral Gables, Florida 33156.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Althea M. Warrell*

Althea M. Warrell

Date: September 21st 1999

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TALLAHASSEE FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member or authorized representative of a member of Althea M. Warrell, L.L.C., deposes and says:

- 1. the above named limited liability company has at least one member.
- 2. the total amount of cash contributed by the members is: \$500.00
- 3. if any, the agreed value of property other than cash contributed by members is: 0

A description of the property is attached and made a part hereto.

- 4. the amount of cash or property anticipated to be contributed by members is: 0
- 5. the total amount of 2, 3 and 4 is \$500.00

  
Althea M. Warrell

**Signature of a member or authorized representative of a member**

(In accordance with Section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

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TALLAHASSEE FLORIDA